

RECORDATION NO. 16734-B FILED

AUG 20 '04

2-25 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: NYC - L592

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 16734.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	NYC Newco, Inc. 500 Water Street Jacksonville, FL 32202
Guarantor:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
[Senior Lessor/ Assignee:	C.K. Industries]

Mr. Vernon A. Williams  
August 17, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document is:

73 gondolas bearing CR and NYC reporting marks and road numbers set forth on Schedule B to the Memorandum.

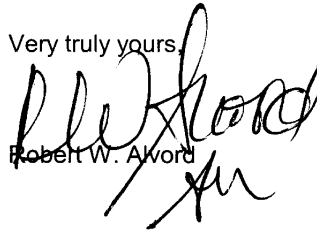
A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "R. W. Alford", with a stylized flourish underneath.

Robert W. Alford

RWA/anm  
Enclosures

RECORDATION NO. 16734-B FILED

AUG 20 '04

2-25 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-L592, by

CONSOLIDATED RAIL CORPORATION ("**Conrail**")  
1000 Howard Boulevard, Fourth Floor  
Mt. Laurel, New Jersey 08054

NYC NEWCO, INC. (the "**Company**")  
500 Water Street  
Jacksonville, Florida 32202

and

CSX TRANSPORTATION, INC. (the "**Railroad**")  
500 Water Street  
Jacksonville, Florida 32202.

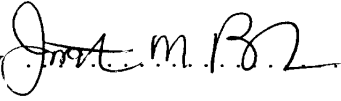
Conrail is leasing certain units of railroad equipment pursuant to the agreements identified in Schedule A hereto as the "**Senior Lease**" with the party named in Schedule A hereto as the "**Senior Lessor**," which agreements were recorded with the Surface Transportation Board and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:


1. The Sublease of Railroad Equipment NYC-L592 between Conrail, sublessor, and the Company, sublessee.
2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement NYC-L592 by the Railroad in favor of Conrail.
3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease NYC-L592 by Conrail in favor of the Senior Lessor.
4. The assignment by the Railroad, assignor, of its subleasehold interest under the sublease named in item 1 to Norfolk Southern Railway Company, assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused  
this memorandum to be duly executed by their respective officers  
thereunto duly authorized:


CONSOLIDATED RAIL CORPORATION

by 

NYC NEWCO, INC

by 

CSX TRANSPORTATION, INC.

by 

STATE OF NEW YORK  
COUNTY OF NEW YORK

)  
) SS.:  
)

On this 12th day of August, 2004, before me personally appeared Jonathan M. Broder, to me personally known, who, by me being duly sworn, says that he is VP & General Counsel of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires

CYNTHIA ZAKARY  
NOTARY PUBLIC, State of New York  
No. 01ZA6064377  
Qualified in New York County  
Commission Expires Sept. 24, 2005

STATE OF NEW YORK  
COUNTY OF NEW YORK

)  
) SS.:  
)

On this 12th day of August, 2004, before me personally appeared Louis G. Recher, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of NYC NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires

CYNTHIA ZAKARY  
NOTARY PUBLIC, State of New York  
No. 01ZA6064377  
Qualified in New York County  
Commission Expires Sept. 24, 2005

STATE OF NEW YORK  
COUNTY OF NEW YORK

)  
) SS.:  
)

On this 12th day of August, 2004, before me personally appeared Louis G. Recher, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires

CYNTHIA ZAKARY  
NOTARY PUBLIC, State of New York  
No. 01ZA6064377  
Qualified in New York County  
Commission Expires Sept. 24, 2005

SCHEDULE A  
SENIOR TRANSACTION L592

**Senior Lease:**

Railroad Equipment Lease dated as of December 20, 1989, and supplements thereto, as amended, between Chrysler Rail Transportation Corporation (succeeded by C.K. Industries) and Consolidated Rail Corporation.

Recorded with the Surface Transportation Board on January 19, 1990, and assigned recordation number 16732.

Railroad Equipment Lease dated as of December 20, 1989, and supplements thereto, as amended, between MDFC Equipment Leasing Corporation (succeeded by C.K. Industries) and Consolidated Rail Corporation.

Recorded with the Surface Transportation Board on January 19, 1990, and assigned recordation number 16733.

Railroad Equipment Lease dated as of December 20, 1989, and supplements thereto, as amended, between MDFC Equipment Leasing Corporation (succeeded by C.K. Industries) and Consolidated Rail Corporation.

Recorded with the Surface Transportation Board on January 19, 1990, and assigned recordation number 16734.

**Senior Lessor:**

C.K. Industries

### ***Schedule "B" Equipment***

***Lease L592AC (NYC)***

Count	CarInt	CarNum
<b>100 TON GONDOLAS</b>		
1	NYC	584800
2	NYC	584801
3	NYC	584804
4	NYC	584805
5	NYC	584807
6	NYC	584808
7	NYC	584809
8	NYC	584811
9	NYC	584813
10	NYC	584814
11	NYC	584817
12	NYC	584818
13	NYC	584820
14	NYC	584823
15	NYC	584825
16	NYC	584828
17	NYC	584829
18	NYC	584832
19	NYC	584835
20	NYC	584845
21	NYC	584849
22	NYC	584851
23	NYC	584853
24	NYC	584856

### ***Schedule "B" Equipment***

***Lease L592BC (NYC)***

Count	CarInt	CarNum
<b>100 TON GONDOLAS</b>		
1	NYC	584860
2	NYC	584862
3	NYC	584865
4	NYC	584866
5	NYC	584869
6	NYC	584871
7	NYC	584872
8	NYC	584874
9	NYC	584875
10	NYC	584877
11	NYC	584878
12	NYC	584879

13 NYC	584880
14 NYC	584884
15 NYC	584887
16 NYC	584888
17 NYC	584890
18 NYC	584894
19 NYC	584895
20 NYC	584896
21 NYC	584899
22 NYC	584901
23 NYC	584902
24 NYC	584903
25 NYC	584904
26 NYC	584905
27 NYC	584907
28 NYC	584910
29 NYC	584916
30 NYC	584918
31 NYC	584919
32 NYC	584920
33 NYC	584921
34 NYC	584922
35 CR	584923
36 NYC	584934
37 NYC	584940
38 NYC	584943
39 NYC	584944
40 NYC	584948
41 NYC	584950
42 NYC	584953
43 NYC	584954
44 CR	584957
45 NYC	584959
46 NYC	584968
47 NYC	584970
48 NYC	584977
49 CR	608433